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**UNITED STATES DISTRICT COURT**

**NORTHERN DISTRICT OF CALIFORNIA**

IN RE GERON CORPORATION  
STOCKHOLDER DERIVATIVE  
LITIGATION.

Master File No. 3:20-cv-02823-WHA

**STIPULATION AND ~~PROPOSED~~ ORDER STAYING ACTION  
PENDING OUTCOME OF RELATED SECURITIES CLASS ACTION**

1 WHEREAS, on April 23, 2020, Plaintiff Katharine Jameson filed her verified shareholder  
 2 derivative complaint (the “*Jameson Action*”) against defendants John A. Scarlett, Karin Eastham,  
 3 V. Bryan Lawlis, Susan M. Molineaux, Robert J. Spiegel, Daniel M. Bradbury, and Hoyoung Huh  
 4 (the “Individual Defendants”) on behalf of Geron Corporation (the “Company”) alleging breaches  
 5 of fiduciary duty, unjust enrichment, and violations of Section 14(a) of the Securities Exchange Act  
 6 of 1934 (the “Exchange Act”);

7 WHEREAS, on April 2, 2021, Plaintiff Zachary Gamlieli filed a substantially similar  
 8 derivative action in this District against the Individual Defendants (the “*Gamlieli Action*”), alleging  
 9 breaches of fiduciary duty, unjust enrichment, and violations of Section 10(B) and 21D of the  
 10 Exchange Act;

11 WHEREAS, on April 9, 2021, the Court consolidated the *Jameson* and *Gamlieli* Actions  
 12 (the “Derivative Action”) and appointed Co-Lead Counsel for Plaintiffs;

13 WHEREAS, also pending before the Court is a class action, arising from events related to  
 14 the Derivative Action, alleging violations of the federal securities laws against Geron and John A.  
 15 Scarlett: *Tollen v. Geron Corp. et al.*, Case No. 20-CV-00547-WHA (the “Securities Class Action”);

16 WHEREAS, on April 12, 2021, the Court granted in part and denied in part the defendants’  
 17 motion to dismiss the Securities Class Action;

18 WHEREAS, the Parties previously agreed to, and the Court ordered, a limited stay of the  
 19 Derivative Action pending resolution of the plaintiffs’ class certification motion in the Securities  
 20 Class Action (ECF No. 24);

21 WHEREAS, on April 2, 2022, the Court certified the Securities Class Action as a class action  
 22 under Rule 23 of the Federal Rules of Civil Procedure;

23 WHEREAS, on June 7, 2022, Plaintiffs filed an amended shareholder derivative complaint  
 24 (the “Amended Complaint”) (ECF No. 31);

25 WHEREAS, the trial is scheduled to begin in the Securities Class Action on  
 26 ~~October 31, 2022~~; **January 17, 2023**

1 WHEREAS, on June 15, 2022, the Parties met and conferred about further proceedings in  
2 the Derivative Action, as ordered by the Court (*see* ECF No. 28); and

3 WHEREAS, this stipulation is not a waiver of any Parties' rights, remedies, claims, or  
4 defenses;

5 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by the Parties  
6 hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

7 1. The Derivative Action is stayed until the earlier of the following two events:  
8 (a) public announcement of a settlement of the Securities Class Action; or (b) a final judgment in  
9 the Securities Class Action, including the lapse of any time to appeal and/or the final non-appealable  
10 resolution of any filed appeal.

11 2. Within fourteen (14) calendar days of the termination of the stay pursuant to  
12 paragraph 1(a) or (b) above, the Parties shall meet and confer and submit an agreed-upon proposed  
13 scheduling order governing further proceedings in this Derivative Action.

14 3. During the pendency of the stay, if a mediation or formal settlement conference is  
15 held in effort to settle any factually related derivative action, Defendants shall provide Plaintiffs  
16 with reasonable advance notice of, and invite Plaintiffs to participate in, the mediation or formal  
17 settlement conference.

18 4. Any party may lift the stay in the Derivative Action without leave of Court by  
19 providing written notice via email to all parties. Following such written notice, the Parties shall  
20 meet and confer and submit an agreed-upon proposed scheduling order governing further  
21 proceedings in this Derivative Action within fourteen (14) calendar days.

22 5. The initial case management conference scheduled for July 14, 2022, at 11:00 a.m.  
23 (ECF No. 29), is taken off calendar, and all deadlines associated with or triggered by the Court  
24 setting an initial case management conference are vacated.

1 DATED: June 22, 2022

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13 *Attorneys for Plaintiff Zachary Gamlieli*

14 DATED: June 22, 2022

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23 DATED: June 22, 2022

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Pursuant to Civil L.R. 5-1(i)(3), all signatories concur in filing this stipulation.

DATED: June 22, 2022

/s/ Brett M. Middleton

Brett M. Middleton

\* \* \*

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: July 6, 2022



HON. WILLIAM ALSUP  
UNITED STATES DISTRICT JUDGE